

**MEETING AGENDA
GOVERNANCE COMMITTEE OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS**

Tuesday, August 29, 2023– 6:00 pm

El Camino Health | 2500 Grant Road Mountain View, CA 94040 | Sobrato Boardroom 2

Don Watters will be participating by teleconference from 237 Toyopa Drive, Pacific Palisades, CA, 90272

THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION PORTION OF THE MEETING LIVE AT THE ADDRESS ABOVE OR VIA TELECONFERENCE AT:

1-669-900-9128, MEETING CODE: 917 1736 9795#. No participant code. Just press #.

COMMITTEE PURPOSE: To advise and assist the El Camino Hospital (ECH) Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, i.e., the nomination and appointment/ reappointment process. The Governance Committee ensures that the Board and Committees are functioning at the highest level of governance standards.

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1	CALL TO ORDER/ROLL CALL	Lanhee Chen, Chair	Information	6:00 – 6:01 pm
2	CONSIDER AB 2449 REQUESTS	Lanhee Chen, Chair	Possible Motion <i>public comment</i>	6:01 – 6:02
3	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Lanhee Chen, Chair	Information	6:02 – 6:03
4	PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for persons in the audience to make a brief statement, not to exceed three (3) minutes, on issues or concerns not covered by the agenda.</i> b. Written Correspondence	Lanhee Chen, Chair	Information	6:04 – 6:07
5	CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval a. Minutes of the Open Session of the Governance Committee Meeting (05/02/2023)	Lanhee Chen, Chair	Motion Required <i>public comment</i>	6:07 – 6:10
6	<u>ECH JOINT EDUCATION SESSION PLANNING</u>	Dan Woods, Chief Executive Officer Tracy Fowler, Director Governance Services	Discussion	6:10 – 6:20
7	GOVERNANCE COMMITTEE PROGRESS a. FY24 Governance Committee Goals b. FY24 Governance Committee Pacing Plan c. Governance Committee Charter	Tracy Fowler, Director Governance Services	Discussion Possible Motion <i>public comment</i>	6:20 – 6:25
8	<u>BOARD AND COMMITTEE ASSESSMENTS</u>	Dan Woods, Chief Executive Officer Tracy Fowler, Director Governance Services	Possible Motion <i>public comment</i>	6:25 – 6:30

A copy of the agenda for the Special Committee Meeting will be posted and distributed at least twenty four (24) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at **(650) 940-6564** prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
9	<u>ECH BOARD POLICY UPDATE</u> a. <u>ECHB Code of Conduct</u> b. <u>El Camino Hospital Board Director Compensation and Reimbursement Policy and Procedure</u>	Dan Woods, Chief Executive Officer Tracy Fowler, Director Governance Services	Possible Motion <i>public comment</i>	6:30 – 6:55
10	ADJOURN TO CLOSED SESSION	Lanhee Chen, Chair	Motion Required <i>public comment</i>	6:55 – 6:56
11	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Lanhee Chen, Chair	Information	6:56 – 6:57
12	CONSENT CALENDAR <i>Any Committee Member or member of the public may remove an item for discussion before a motion is made.</i> Approval Gov't Code Section 54957.2: – <u>Minutes of the Closed Session of the Governance Committee Meeting (05/02/2023)</u>	Lanhee Chen, Chair	Motion Required	6:57 – 6:58
13	ADJOURN TO OPEN SESSION	Lanhee Chen, Chair	Motion Required	6:58 – 6:59
14	RECONVENE OPEN SESSION/ REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Lanhee Chen, Chair	Information	6:59 – 7:00
15	ROUNDTABLE	Lanhee Chen, Chair	Discussion	7:00 – 7:15
16	ADJOURNMENT	Lanhee Chen, Chair	Motion Required <i>public comment</i>	7:15pm

**Minutes of the Open Session of the
Governance Committee of the
El Camino Hospital Board of Directors
Wednesday, May 2, 2023**

Pursuant to Government Code Section 54953(e)(1), El Camino Health did not provide a physical location for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

Members Present

Ken Alvares
Lanhee Chen, Chair
Christina Lai
Julia Miller
Don Watters

Members Absent

Michael Kasperzak
**via teleconference

Others Present

Dan Woods, CEO
Tracy Fowler, Director, Governance Services
David Reis, Arnold Porter*
Jennifer Bettendorf, Committee Liaison

Agenda Item	Comments/Discussion	Approvals/ Action
1. CALL TO ORDER/ ROLL CALL	The open session of the regular meeting of the Governance Committee of El Camino Hospital (the " <u>Committee</u> ") was called to order at 5:32 pm by Lanhee Chen, Chair. A verbal roll call was taken. A quorum was present under Government Code Section 54953(e)(1).	<i>Called to order at 5:32 pm</i>
2. CONSIDER APPROVAL FOR AB 2449 REQUESTS	Chair Chen announced in accordance with AB 2449 there were no requests received today for Just Cause. No motion is necessary.	
3. POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Chen asked if any Committee members had a conflict of interest with any of the items on the agenda. No conflicts were noted.	
4. PUBLIC COMMUNICATION	Chair Chen invited the members of the public to address the Committee, and no comments were made.	
5. CONSENT CALENDAR	<p>Motion: To approve the consent calendar which includes the Minutes of the Open Session of the Governance Committee Meeting (2/1/2023)</p> <p>Movant: Watters Second: Alvares Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	<i>The Consent Calendar was approved.</i>
6. ADVISORY COMMITTEE PLANNING	Tracy Fowler, Director of Governance Services, presented the progress against FY23 Advisory Committee Goals, the proposed FY24 Advisory Committee Goals and the proposed FY24 Advisory Committee Pacing Plans. Director Watters pulled the FY24 Quality, Patient Care and Patient Experience Committee Goals, stating that it appears the focus is more on internal quality measures rather than patient experience measures. Ms. Fowler stated that patient experience is a high focus and the #2 goal is to hit specific targets and offered to share the STEEP dashboard. Further conversation ensued resulting in the agreement to amend	<i>FY24 Advisory Committee Goals and Pacing Plan was approved.</i>

	<p>these goals to show that patient experience is as much of a priority as quality.</p> <p>Motion: To approve the proposed FY24 Advisory Committee Goals and Pacing Plan, subject to the FY24 Quality Committee Goals being revised.</p> <p>Movant: Alvares Second: Miller Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	
<p>7. GOVERNANCE COMMITTEE PLANNING</p>	<p>Dan Woods, CEO, presented the FY24 Governance Committee goals, committee dates, and pacing plan. Further discussion ensued regarding board regarding the timing of board retreats, education, competency, and code of conduct.</p> <p>Motion: To approve the FY24 Governance Committee Goals, Committee Dates, and Pacing Plan.</p> <p>Movant: Miller Second: Watters Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	<p>the FY24 Board and Committee Master Calendar</p>
<p>8. FY24 ADVISORY COMMITTEE, COMMITTEE CHAIR, AND LIAISON ASSIGNMENTS</p>	<p>Chair Chen presented the FY24 Advisory Committee, Committee Chair, and Liaison assignments for information.</p>	
<p>9. FY24 ECH BOARD AND COMMITTEE MASTER CALENDAR</p>	<p>Ms. Fowler presented the FY24 Board and Committee Master Calendar.</p> <p>Motion: Motion to approve the FY24 Board and Committee Master Calendar</p> <p>Movant: Alvares Second: Watters Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None</p>	<p><i>The FY24 Board and Committee Master Calendar was approved.</i></p>
<p>10. PROGRESS AGAINST FY23 BOARD ACTION</p>	<p>Ms. Fowler presented the Action Plan Dashboard, which shoes the progress against FY23 board actions, pointing out that we either are now in-progress or complete on all the</p>	

	action areas. A detailed discussion ensued without any follow-up actions noted.	
11. ECH BOARD POLICY UPDATE	Mr. Woods presented the Code of Conduct Policy Update and introduced David Reis, of Arnold Porter, who helped revise the policy. Mr. Reis additionally explained his role in drafting the policy and explained the idea behind the revisions. A deep conversation ensued further, which resulting in no motion and the committee requested a revision of the policy with less antagonistic tone.	Action: David Reis to meet with Director Watters to discuss the tone of the policy.
12. ADJOURN TO CLOSED SESSION	Motion: To adjourn to closed session at 6:48 pm. Movant: Miller Second: Alvares Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None	Adjourned to closed session at 6:48 pm.
13. AGENDA ITEM 16: RECONVENE OPEN SESSION/ REPORT OUT	The open session was reconvened at 6:49 pm. Agenda items 13 and 14 were addressed in the closed session. During the closed session, the Committee approved the Closed Session Minutes of the 2/1/23 Governance Committee.	
14. AGENDA ITEM 17: ROUND TABLE DISCUSSION	A short roundtable discussion ensued.	
15. AGENDA ITEM 18: ADJOURNMENT	Motion: To adjourn at 6:50 pm. Movant: Alvares Second: Watters Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak, Recused: None	The meeting was adjourned at 6:50 pm.

Attest as to the approval of the preceding minutes by the Governance Committee of El Camino Hospital:

 Jennifer Bettendorf
 Committee Liaison, Governance Committee

Prepared by: Jennifer Bettendorf, Committee Liaison
 Reviewed by: Tracy Fowler, Director, Governance Services



ECH Joint Education Session Planning

*Governance Committee Meeting
August 29, 2023*

Purpose and Agenda

PURPOSE

- Discuss and outline the plans for joint education sessions for FY24.

AGENDA

- Identify dates to better accommodate longer time and in person attendance.
- Review of previous cadence of education sessions and board retreats.
- Identify key topics to ensure these sessions are effective, engaging and align with our organization objectives.

ASK OF THE COMMITTEE

- Provide reactions and recommendation to the proposed dates and topics

Joint Education Sessions – Board and Advisory Committees

Current Dates	Proposed Dates	Topics
Saturday, September 23, 2023	Thursday, September 21, 2023	Governance Training <ul style="list-style-type: none">• Onboarding Refresher• Remote Participation• Executive Sessions• Committee Reports to ECHB
Saturday, May 18, 2024	Thursday, May 16, 2024	Committees Contribution to Strategic Plan

Board Retreats

Exclusive Participation

- Board retreats are generally for board members only, providing an intimate setting for deep discussion.

Strategic Focus

- The primary focus is on the long-term vision and strategic planning of the organization.

Confidential Discussions

- Sensitive issues can be discussed openly without concern for information leaking to public

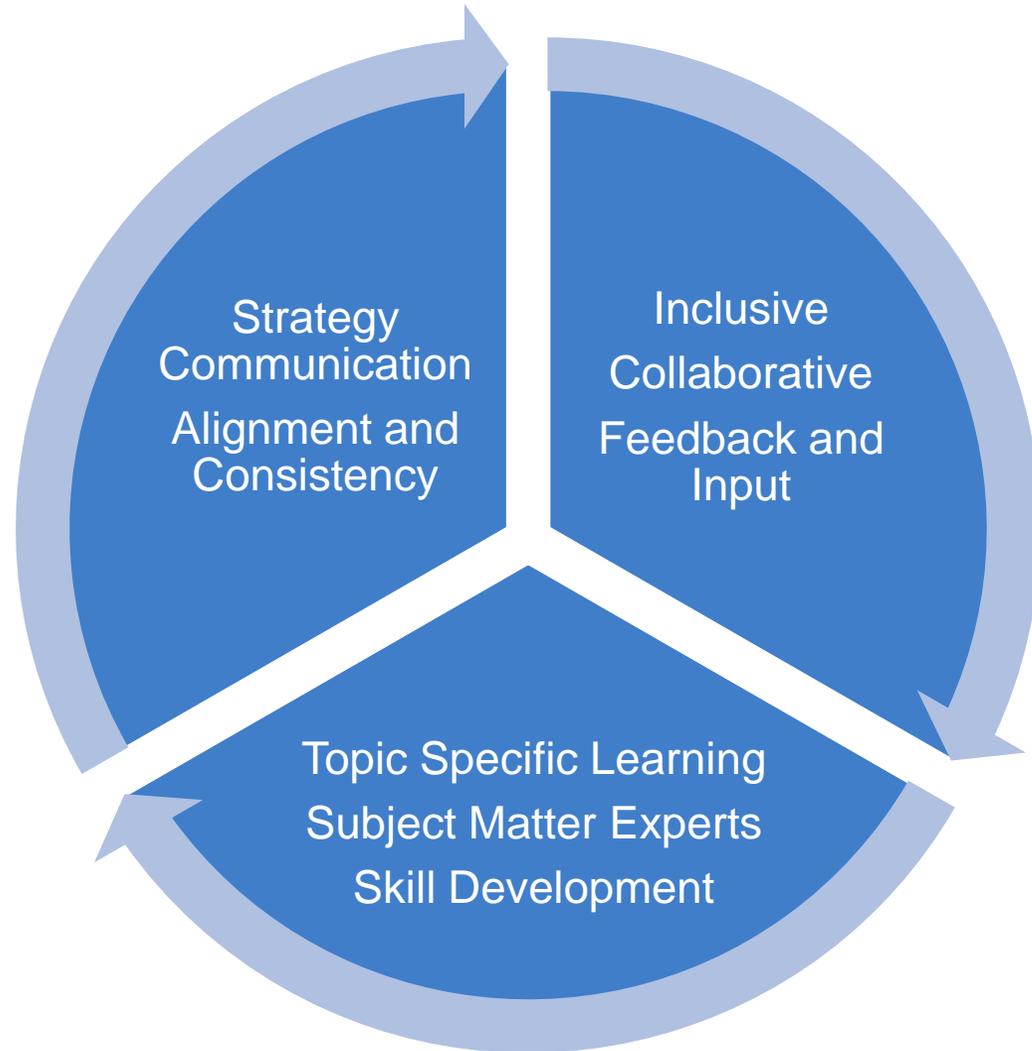
Decision Making

- Often involves high-level decisions that shape the organization's future

Reflective and Visionary

- A space for big picture thinking, revisiting the mission, and setting the tone for the organization's future.

Joint Education Sessions – Board and Advisory Committees



Education Sessions Benefits and Best Practices

- **Inclusive Participation:** These sessions involve both the board and various committees, promoting wider engagement across different levels of the organization.
- **Collaborative Interaction:** Opportunities for board members and committee members to interact, share insights, and collaborate.
- **Feedback and Input:** Provides an opportunity for committee members to offer input and perspective on various matters.
- **Topic Specific Learning:** Sessions are often designed to educate participants on specific topics relevant to the organization.
- **Subject Matter Experts:** Often involve external speakers or experts who educate participants on specific topics.
- **Skill Development:** Often designed to build specific skills or competencies among participants.
- **Strategy Communication:** These sessions might include updates or overviews of the organization's strategy, rather than deep dives.
- **Alignment and Consistency:** Aims to ensure that everyone, from board members to committee members, understands and is aligned with the organization's goals and strategies.

Education Sessions Review

FY	Date	Audience	Topic	Focus
FY2018	April 25, 2018	Board and Committees	Strategic Plan Update	Implications of Implementation of Strategy and Development of New Services and Programs for Advisory Committees
FY2019	October 24, 2018	Board and Committees	Strategic Plan Update	FY19 Organizational Goals Service and Patient Experience Strategic Plan – Physician Integration
FY2019	April 24, 2019	Board and Committees	Governance at the Committee Level	Generative Governance Maximizing Committee Effectiveness Balance and Accountability
FY2021	October 28, 2020	Board and Committees	Strategic Planning	Panel with Committee Members: learning about competitors in the market, engaging stakeholders, culture, and the use of a strategic planning ad hoc committee
FY2021	April 28, 2021	Board and Committees	Strategic Planning	Guest speaker from Centura Health. Topics: strategic planning process roadmap, evolution of healthcare market, impact of “systemness” and physician alignment in other health systems and implications to ECH.

Education Sessions Review

FY	Date	Audience	Topic	Focus
FY2022	December 1, 2021	Board & Quality Committee	Credentialing and Privileging	Shared governance of the Board and Medical Staff in the credentialing and privileging process.
FY2022	April 27, 2022	Board and Committees	Strategic Planning	FY2017 Strategy Implementation & Vision 2027 Strategic Plan - How can each Committee support the new Strategy & Value Proposition for ECH
<i>FY2024</i>	<i>September 21, 2023</i>	<i>Board and Committees</i>	<i>Governance Training</i>	

Board Retreats Review

FY	Date	Audience	Topic	Focus
FY2018	January 20, 2018	Board	Strategic Growth Governance	Industry Trends Governance Practices Guest Speakers from Premier Inc. and Kaufman Hall
FY2019	February 27, 2019	Board	High Reliability	Guest Speakers from Progressive Healthcare, Safe & Reliable Healthcare and Premier, Inc.
FY2020	October 23, 2019	Board and Quality Committee	ECH Quality and Safety	Quality and Safety Level Setting Strategic Plan – Quality Pillar Governance
FY2021	April 14, 2021	Board	Strategic Planning Update	Guest Speakers from McKinsey Focus: strategic planning process roadmap, potential revenue impact, strategic priorities, and high level sequencing of initiatives for each priority
FY2021	May 22, 2021	Board	Strategic Planning Update	Guest Speakers from McKinsey Focus: strategic plan and further detailed the proposed vision, strategic priorities, and capabilities to ensure future success for ECH
FY2022	February 23, 2022	Board	Strategic Planning Update	5 Year Strategic Plan Update: tactical implementation plan

Board Retreats Review

FY	Date	Audience	Topic	Focus
FY2023	March 8, 2023	Board	Strategic Direction	Direction and pace of 2027 Vision – are we measuring the right things do we have the right resources are we measuring at the right level
<i>FY2024</i>	<i>December 6, 2023</i>	<i>Board</i>	<i>Strategic Direction</i>	<i>Deep dive from discussion on August 9, 2023</i>

FY24 COMMITTEE GOALS

Governance Committee

PURPOSE

The purpose of the Governance Committee (the “Committee”) is to advise and assist the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition, *i.e.*, the nomination and appointment/reappointment process. The Governance Committee ensures the Board and Committees are function at the highest level of governance standards.

STAFF: **Dan Woods**, Chief Executive Officer (Executive Sponsor)

The CEO shall serve as the primary staff to support the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair’s consideration. Additional members of the Executive Team may participate in the meetings upon the recommendation of the Executive Sponsor and at the discretion of the Committee Chair.

GOALS	TIMELINE	METRICS
1. Foster a culture of continuous learning	Q1 – Q3	<ul style="list-style-type: none"> - Review and approve Board Orientation content if any new material is to be included. - Recommend resource communication plan for board approval to include method of sharing articles of interest, conference calendar, and reports from attendees of conferences - Recommend FY24 Annual Retreat Agenda to the Board - Recommend FY24 Joint Education session topics to the Board
2. Improve board and Committee Effectiveness	Q2	- FY24 Board and Committee Assessment Plan – comprehensive assessment of board, committees and executives
	Q2	- Develop FY24 Board Action plan - based on assessment results recommended to board
	Q3	- Competency Matrix: Explain the purpose of the competency matrix and how it will be used to support their ongoing development
3. Promote ethical behavior and ensuring that the organization is acting in accordance with its values and principles.	Q1	- Develop and implement ECHB Code of Conduct
	Q1	- Prepare training and acknowledgement process for ECHB Code of Conduct
	Q4	- Monitor the frequency of Code of Conduct revision to ensure it remains current with the organization's culture and external factors

Chair: Lanhee Chen

Executive Sponsor: Dan Woods

FY24 Governance Committee Pacing Plan

AGENDA ITEM	Q1			Q2			Q3			Q4		
	JUL	8/29	SEP	OCT	11/14	DEC	JAN	2/6	MAR	APR	MAY	6/4
STANDING AGENDA ITEMS												
Standing Consent Agenda Items		✓			✓			✓				✓
Minutes		✓			✓			✓				✓
APPROVAL ITEMS												
Board Education		✓										
Board/Committee Assessment		✓										
Review GC Assessment Results					✓							
Review Progress Against Goals					✓			✓				
Develop next FY GC Goals								✓				
Review Advisory Committee and Committee Chair Assignments												✓
Finalize Next FY Master Calendar					✓							✓
DISCUSSION ITEMS												
Plan for Joint Education Session		✓						✓				
Plan for Board Retreat					✓							✓

El Camino Hospital Board of Directors Governance Committee Charter

Purpose

The purpose of the Governance Committee (“Committee”) is to advise the El Camino Hospital (ECH) Hospital Board of Directors (“Board”) in matters related to governance, board development, board effectiveness, and board composition (*i.e.*, the nomination and appointment/reappointment process and succession planning for the Board) for El Camino Hospital and its affiliated entities where ECH is the sole corporate member (“the Organization”). The Governance Committee ensures the Organization is functioning at the highest level of governance standards.

Authority

All governing authority for the Organization resides with the Hospital Board for ECH and with the boards of the affiliated entities except that which may be lawfully delegated to a specific board committee. The Committee will report to the Board at the next scheduled meeting any action or recommendation taken within the Committee’s authority. The Committee has the authority to select, recommend engagement, and supervise any consultant hired by the Board to advise the Board or Committee on governance-related issues. In addition, the Committee, by resolution, may adopt a temporary advisory committee (ad hoc) of less than a quorum of the members of the Committee. The resolution shall state the total number of members, the number of board members to be appointed, and the specific task or assignment to be considered by the advisory committee.

Membership

- The Governance Committee shall be comprised of two (2) or more Hospital Board members. The Chair of the Committee shall be a Hospital Board director who shall be appointed by the Board Chair, subject to approval by the Board.
- The Governance Committee may also include 2-4 Community members¹ with expertise in governance, organizational leadership or as a hospital or health system executive.
- All Committee members, with the exception of new Community members, shall be appointed by the Board Chair, subject to approval by the Board. New Community members shall be appointed by the Committee, subject to approval of the Board. All Committee appointments shall be for a term of one year expiring on June 30th each year, renewable annually.
- The Governance Committee shall review and make recommendations to the Board regarding the Board Chair’s appointments of Advisory Committee Chairs and Advisory Committee members.

¹ Community Members are defined as Members of the Committee who are not El Camino Hospital Board Directors.

- It shall be within the discretion of the Chair of the Committee to appoint a Vice-Chair from among the members of the Committee.
- All members of the Governance Committee shall be independent.

Staff Support and Participation

The CEO shall attend meetings and serve as the primary staff support to the Committee and is responsible for drafting the Committee meeting agenda for the Committee Chair's consideration. Additional members of the executive team may participate in the Committee meetings upon the recommendation of the CEO and at the discretion of the Committee Chair.

General Responsibilities

The Committee is responsible for recommending to the Board policies, processes and procedures related to board development, board effectiveness, board composition and other governance matters for the Organization.

Specific Duties

The specific duties of the Governance Committee include the following:

- A. Board Composition, Development, and Effectiveness:** Ensure that the Board and the boards of the affiliated entities are committed to the discipline of doing the right things the right way.

Composition

- Define the necessary skill sets, diversity and other attributes required for Board members to support Hospital strategy, goals, community needs and current market conditions.
- Make recommendations to the Board regarding Board Composition.

Orientation, Education and Development

- Adopt the orientation program for newly-appointed members to the Hospital Board of Directors and newly-appointed Board Committee members.
- Recommend a policy, budget and annual plan for Hospital Board and Committee member education, training and development.

Board Evaluation

- Recommend an evaluation instrument and process to be used by the Hospital Board for evaluation of Board governance.
- Ensure there is a board performance evaluation completed on an annual basis, and as appropriate, evaluation of the individual directors, committees and their chairs, and the Board Chair.
- Ensure submission of Hospital Board's annual self-evaluation to the El Camino Healthcare District Board of Directors.

Board Efficiency

- Monitor and recommend improvements or changes to the on-going governance process and procedures of the Hospital Board in order to enhance overall efficiency of the Board and Advisory Committee Structure.
- Ensure the Board develops a master Board meeting calendar to establish a cadence of information flow and dialogue, such that the Board has sufficient time to review the minutes and recommendations of the committees. The cadence must accommodate a flow of approvals from Committee to the full Board.

B. Support of Board Advisory Committee Alignment with Organizational Strategy and Goals

Development of Process for Advisory Committee Review of Advisory Committee Goals and Charters

- Recommend process for the development of annual Board Advisory Committee goals which includes: 1) Linkage of committee goals to organizational goals and strategy, to the Board; and 2) the Board's review and approval.
- Ensure all Board Advisory committees conduct biennial review of Advisory committee charters and recommend any changes to the Board for approval.

Development of Board Advisory Committee Membership Succession Plan

- Ensure membership succession plan considers organizational strategy and goals.
- Develop process for Advisory committee use to identify a need for increase or change in membership to further alignment with organizational strategy and goals.

C. Articles of Incorporation, Bylaws, and Policies

- Provide for a review of the Hospital's Articles of Incorporation and Bylaws at least once every three years.
- Provide for a review of Articles of Incorporation and Bylaws of affiliated entities as needed
- Monitor legal and regulatory issues affecting governance of the Organization.
- Recommend updates to the Organization's governance policies where necessary and as required by legal and regulatory agencies.

Committee Effectiveness

The Committee is responsible for establishing its annual goals, objectives and pacing plan in alignment with the Board and the Organization's strategic goals. The Committee shall be focused on continuous improvement with regard to its processes, procedures, materials, and meetings, and other functions to enhance its contribution to the full Board.

Meetings and Minutes

The Committee shall meet at least once per quarter. The Committee Chair shall determine the frequency of meetings based on the Committee's annual goals and work plan. Minutes shall be kept by the assigned staff and shall be delivered to all members of the Committee when the

agenda for the subsequent meeting is delivered. The approved minutes shall be forwarded to the Board for information.

Meetings and actions of all Advisory committees of the Board shall be governed by, and held and taken in accordance with, the provisions of Article VI of the Bylaws, concerning meetings and actions of directors. Special meetings of Advisory committees may also be called by resolution of the Board and the Committee Chair. Notice of any special meetings of the Committee requires a 24-hour notice.

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING MEMO**

To: Governance Committee
From: Tracy Fowler, Director of Governance Services
Date: August 29, 2023
Subject: FY24 Board and Committee Assessments

Recommendation(s):

To approve plan to implement assessments for Board and Committees.

Summary:

Board Assessment

We would like to continue with one of our governance best practices and conduct a full board assessment. Full board assessments are comprehensive evaluation tools used to gather feedback about the performance and dynamics of the board of directors from multiple perspectives. It combines insights from board members themselves, senior management, and other hospital staff to provide a holistic view of board performance.

The key benefits of a board assessment include enhanced self-awareness, insights for collective strengths and opportunities for growth, improved board dynamics and effectiveness, demonstrates the board's commitment to best practices and continuous improvement and enhances transparency and credibility among shareholders, employees, and other stakeholders.

Committee Assessments

The Committee self-assessments will allow each Committee to establish a baseline for performance as part of their FY24 goals. The responses and comments will identify strengths, weaknesses, and areas for improvement, and will allow the Committee to develop a plan to grow and improve according to their charter and goals.

The Quality Committee has already completed an assessment and we have included a sample assessment for the remaining Committees.

List of Attachments:

1. Sample Committee Assessment Baseline Survey

Report for FY24 [INSERT NAME] Committee Assessment Baseline Survey

Survey Description

By answering these questions honestly and thoroughly, the [INSERT NAME] Committee can identify strengths, weaknesses, and areas for improvement, and develop a plan to continuously enhance its effectiveness and impact on patient care quality and safety. The answers for FY24 will help the Committee set FY25 target for assessment.

Section 1: Purpose and Scope

3 Questions

Question 1 of 3 | 1 response

Answered: 1

Skipped: 0

Q1 The [INSERT NAME] Committee has clearly defined its purpose, scope, goals, and objectives.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 2 of 3 | 1 response

Answered: 1

Skipped: 0

Q2 The [INSERT NAME] Committee's responsibilities and authority are well-understood and documented.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 3 of 3 | 1 response

Answered: 1

Skipped: 0

Q3 The [INSERT NAME] Committee is aligned with the hospital's overall strategic goals and objectives.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Section 2: Membership and Composition

2 Questions

Are the members of the [INSERT NAME] Committee well-qualified, diverse, and representative of the hospital's stakeholders?

Question 1 of 2 | 1 response

Answered: 1

Skipped: 0

Q1 Members of the [INSERT NAME] e Committee are well-qualified, diverse, and have expertise in the subject matters overseen by the [INSERT NAME] Committee.

Response Choices

Strongly Disagree	0 Responses 0%
Disagree	0 Responses 0%
No Opinion	0 Responses 0%
Agree	0 Responses 0%
Strongly Agree	1 Response 100%

Question 2 of 2 | 1 response

Answered: 1 | Skipped: 0

Q2 Members are appointed or elected according to established procedures.

Response Choices

Strongly Disagree	0 Responses 0%
Disagree	0 Responses 0%
No Opinion	0 Responses 0%
Agree	0 Responses 0%
Strongly Agree	1 Response 100%

Section 3: [INSERT NAME] Committee Oversight

3 Questions

Question 1 of 3 | 1 response

Answered: 1 | Skipped: 0

Q1 [INSERT NAME] initiatives are measurable, achievable, relevant, and time-bound.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 2 of 3 | 1 response

Answered: 1

Skipped: 0

Q2 The impact of [INSERT NAME] initiatives is regularly evaluated and reported.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 3 of 3 | 1 response

Answered: 1

Skipped: 0

Q3 The [INSERT NAME] Committee is aware of and in compliance with relevant regulations, standards, and guidelines related to their remit.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Section 4: Collaboration and Governance

3 Questions

Question 1 of 3 | 1 response

Answered: 1

Skipped: 0

Q1 The [INSERT NAME] Committee collaborates effectively with other hospital staff, other committees, and/or stakeholders.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 2 of 3 | 1 response

Answered: 1

Skipped: 0

Q2 There are established protocols for resolving conflicts and addressing issues that arise during collaboration.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 3 of 3 | 1 response

Answered: 1

Skipped: 0

Q3 The [INSERT NAME] Committee understands the role of effective governance and oversight of quality improvement initiatives and serves as an advisor to hospital management.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Section 5: Evaluation and Improvement

3 Questions

Question 1 of 3 | 1 response

Answered: 1

Skipped: 0

Q1 The [INSERT NAME] Committee regularly evaluates its own performance, processes, and activities.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 2 of 3 | 1 response

Answered: 1

Skipped: 0

Q2 Assessment results are used to identify areas for improvement and implement changes.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 3 of 3 | 1 response

Answered: 1

Skipped: 0

Q3 There a culture of continuous improvement within the [INSERT NAME] Committee.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Section 6: Meetings and Communication

3 Questions

Question 1 of 3 | 1 response

Answered: 1

Skipped: 0

Q1 The [INSERT NAME] Committee meets regularly and as needed.

Response Choices

Strongly Disagree	0 Responses 0%
Disagree	0 Responses 0%
No Opinion	0 Responses 0%
Agree	0 Responses 0%
Strongly Agree	1 Response 100%

Question 2 of 3 | 1 response

Answered: 1

Skipped: 0

Q2 Meetings are well-organized, with clear agendas, minutes, and action items.

Response Choices

Strongly Disagree	0 Responses 0%
Disagree	0 Responses 0%
No Opinion	0 Responses 0%
Agree	0 Responses 0%
Strongly Agree	1 Response 100%

Question 3 of 3 | 1 response

Answered: 1

Skipped: 0

Q3 [INSERT NAME] Committee members are provided with the necessary information and resources to prepare for meetings.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Section 7: Resources and Support

2 Questions

Question 1 of 2 | 1 response

Answered: 1

Skipped: 0

Q1 The [INSERT NAME] Committee is provided with the necessary resources and support to fulfill its mission and responsibilities effectively.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Question 2 of 2 | 1 response

Answered: 1

Skipped: 0

Q2 [INSERT NAME] Committee members are provided with adequate training, education, and development opportunities.

Response Choices

Strongly Disagree

0 Responses | 0%

Disagree

0 Responses | 0%

No Opinion

0 Responses | 0%

Agree

0 Responses | 0%

Strongly Agree

1 Response | 100%

Section 8: Comments and Suggestions

2 Questions

Question 1 of 2 | 1 response

Answered: 1

Skipped: 0

Q1 Do you have any actionable suggestions for [INSERT NAME] Committee improvements?

Question 2 of 2 | 1 response

Answered: 1

Skipped: 0

Q2 How would you like to provide subject matter expertise at the governance level to advance the excellence of El Camino Health?

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
COMMITTEE MEETING MEMO**

To: Governance Committee
From: Tracy Fowler, Director of Governance Services
Date: August 29, 2023
Subject: ECH Board Policy Update

Recommendation(s):

To recommend approval of policies for Board approval:

- 1) ECHB Code of Conduct
- 2) El Camino Hospital Board Director Compensation and Reimbursement Policy and Procedure

Summary:

ECHB Code of Conduct

For a board of directors, a code of conduct is essential to establish clear expectations for the behavior of individual board members, and to create a culture of accountability and transparency.

Having a code of conduct can help prevent conflicts of interest, promote integrity, and improve decision-making. It also helps to build trust among stakeholders, including shareholders, customers, and employees.

This code of conduct was first presented to the Governance Committee in May 2023 and the Committee asked for further discussion with dissenting Committee members. The discussions were held with outside counsel and the redlined updates are now presented to the Committee for approval to recommend adoption by the Board of Directors.

ECHB Compensation Policy

This policy was first presented to the Governance Committee in May 2023 as an update and the Committee asked for a review by the Executive Compensation Committee. The Executive Compensation Committee asked for a market analysis from the ECH compensation consultant, Mercer, and their findings were presented at the June 2023 Executive Compensation Committee meeting. Mercer found that ECH compensation was not misaligned with the market but the paying only meeting fees was unusual. It was recommended that the board members be paid a retainer in lieu of meeting fees, which would be simpler for ECH and board members. The amount recommended and approved by the Executive Compensation Committee was \$5,000 retainer per fiscal year. (The FY23 average pay range was \$2,400 to \$4,400).

Proposed Changes to Board Policies
August 29, 2023

Policy	Changes	Effective Date
ECHB Code of Conduct	NEW POLICY. For best governance practices there should be a Code of Conduct for the ECHB.	After ECHB approval – next meeting September 13, 2023
El Camino Hospital Board Director Compensation and Reimbursement Policy and Procedure	UPDATE. Members of the Board to be paid a \$5,000 annual stipend in quarterly payments.	After ECHB approval – October 1, 2023

List of Attachments:

1. DRAFT ECHB Code of Conduct
2. El Camino Hospital Board Director Compensation and Reimbursement Policy and Procedure

TITLE: Board of Directors Code of Conduct

CATEGORY: Administrative

LAST APPROVAL:

TYPE: Policy Protocol Scope of Service/ADT
 Procedure Standardized Process/Procedure

SUB-CATEGORY: Board

OFFICE OF ORIGIN: Administration

ORIGINAL DATE: February 15, 2023

I. COVERAGE:

All Members of the El Camino Hospital Board of Directors and Board Advisory Committees

II. PURPOSE:

The El Camino Hospital Board of Directors (“Board”) has adopted this Code of Conduct (“Code”) to provide clear, positive standards of ethical and professional behavior reflecting the core values of El Camino Hospital (the “Hospital” or “ECH”), and the communities it serves. The Code is intended to promote and maintain the highest standards of personal and professional behavior among Board members in the conduct of the Board's business. The Code includes practical strategies for addressing ethical questions, a useful framework for decision-making and handling the operations of the Board, and enforcement mechanisms in the event of a report of unethical or unprofessional conduct. Each Board member is required to subscribe to these standards, understand them, apply them to their work as a Board member, comply with them in letter and in spirit, and commit to them in writing annually.

III. REFERENCES:

1. Director Confidentiality Statement
2. ECH Discrimination and Harassment Policy – PolicyStat ID 8055045

IV. PROCEDURE:

A. **Meetings:** The basic manner in which members fulfill their office must be at a regular, special, committee, or workshop meetings, and will be a matter of public record. The method of participation is discussion, deliberation, debate and voting. All members, including the Board Chair, are expected to participate fully and thoughtfully in deliberation and voting. They are expected to prioritize meeting attendance and come prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.

B. **Action and Service:** Board members' decisions and actions shall best serve the needs of the community and Hospital patients and staff in light of available resources and information available to the Board at the time such decisions or actions are made. Board members shall place the Hospital's best interests above

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TITLE: Board of Directors Code of Conduct

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LAST APPROVAL:

their own, positively promote the purpose of the Hospital as stated in its Bylaws, forego personal interests when making decisions as a Board member, and act as a fiduciary of the Hospital in financial matters and decisions that may have material affect.

- C. Conflicts:** Each Board member shall avoid any conflicts of interest or appearance of any conflicts of interest between them and the Hospital. Any situation that involves, or may reasonably be expected to involve, a conflict of interest between a Board member and the Hospital should be disclosed promptly to the Board Chair. Conflicts of interest shall be declared into the public record. Any Board member having a conflict of interest shall not vote on, or use their personal influence to address, the matter.
- D. Conduct:** The Board members shall observe the following standards designed to guide their actions in carrying out their responsibilities. A Board member must:
- Comply with laws, rules, and regulations applicable to the Hospital, as well as the Hospital's Bylaws;
 - Recognize that Board members have no individual authority or legal status to act for the Board and/or Hospital outside of official meetings;
 - Understand that their basic function is policy and not administration or operations;
 - Refrain from intruding on administrative or operational issues that are the responsibility of the CEO and management, except to monitor the results and ensure that procedures are consistent with Board policy;
 - Communicate professionally and respectfully, whether in person, by telephone or videoconference, or in writing, with the CEO, other Board members, community members, and staff, and comply with guidelines for communication with the CEO and Hospital staff members (e.g., observe common standards of decorum and decency, express disagreement without being uncivil or disrespectful, and refrain from shouting, using profanity, or engaging in personal attacks); and
 - Promptly report any behavior or activities that they believe to be illegal or unethical to appropriate personnel and fully cooperate in any internal or external investigation by the Hospital.
- E. Confidentiality:** Board members should not disclose to anyone any confidential financial, personnel or other matters or information concerning the organization, donors, staff or clients/consumers included in Board materials or discussions. Board members must also maintain confidentiality with respect to all closed session Board meeting discussions and materials. All Board members should abide by the Director Confidentiality Statement whether in a meeting or in public.

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TITLE: Board of Directors Code of Conduct

CATEGORY: Administrative

LAST APPROVAL:

-
- F. **Board Discrimination and Harassment Policy:** It is the policy of the Board to provide an environment free from discrimination, harassment or retaliation as defined by the El Camino Hospital Discrimination and Harassment Policy and federal and state statutes such as Title VII of the Civil Rights Act of 1964, Equal Employment Opportunity Commission (EEOC) Regulations, California Government Code section 12940(h), and California Civil Rights Department Regulations. All Board members should abide by El Camino Hospital's Discrimination and Harassment Policy.
- G. **Enforcement**
1. **Reporting:** Any suspected violations of this Code should be communicated promptly to the Board Chair, the Hospital's General Counsel, the Hospital's Chief Human Resources Officer, or the Hospital's Director of Corporate Compliance, and can be raised by Board members or others, including Hospital employees or members of the community. The Board Chair (or the Vice Chair, if the Board Chair is conflicted) shall initially review the complaint to determine if the allegations are plausible, and if the alleged conduct, if substantiated, would constitute a breach of the Board member's duties or responsibilities. If so, the Board Chair (or Vice Chair, as appropriate) shall consult with the Hospital General Counsel, the Hospital Chief Human Resources Officer, and/or the Hospital's outside counsel to determine the appropriate person to investigate the complaint. The Hospital General Counsel will determine when or if to include the Hospital's outside counsel.
 2. **Investigation:** The investigator designated by the Board Chair (or Vice Chair, as appropriate) shall gather information relevant to the allegations, afford the named Board member an opportunity to respond to the allegations, and make a written report of the review and findings within 30 days, unless the Board Chair (or Vice Chair, as appropriate) determines that the circumstances warrant a longer period.
 3. **Remedies:** If the investigation does not substantiate the allegations, the Board Chair (or Vice Chair, as appropriate) may close the matter or determine that some corrective action short of formal discipline is appropriate. If the investigation has determined by a preponderance of the evidence that the Board member breached their duties or responsibilities, the Board Chair (or Vice Chair, as appropriate) can then recommend an appropriate sanction to the Board, which can accept the recommendation or impose a different sanction.

The Board may waive or limit any sanction on the condition that the named Board member perform some specified action(s) designed to address the

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harm and/or to prevent future harm. Such actions may include, but are not limited to, compliance with a commitment not to repeat the inappropriate conduct, or some other act to make whole the injury caused by the Board member's action and/or to prevent future inappropriate action. If the imposition of the sanction is waived or limited by the Board, the subsequent failure by the named Board member to perform the required act or otherwise comply with the conditions of the waiver will subject the Board member to implementation of the underlying sanction, without further process.

More than one sanction may be imposed. The severity and type of sanction must be appropriately related to the nature and circumstances of the offense, and may include:

- Mandatory counseling or coaching;
- Reprimand;
- Removal or suspension of Board member from their position as a member, Chair, or Vice Chair of any Committee or Sub-Committee;
- Removal or suspension of the Board member from any liaison role(s);
- Public Censure by the Board; and/or
- Recommendation to the District Board of Directors that the Board member be removed from the Hospital Board.

The Board reserves the right to take action in response to breaches of this Code of Conduct, including the above examples, without following the enforcement procedures set forth above.

4. **Retaliation:** Board members shall not retaliate against anyone for reporting actual or suspected violations of this Code in good faith. Any suspected retaliation should be reported to the Board Chair, the Hospital's General Counsel, or the Hospital's Director of Corporate Compliance.

H. Questions: No code or policy can anticipate every situation that may arise. Directors are encouraged to bring questions about particular circumstances that may implicate one or more provisions of this Code to the attention of the Board Chair, the Hospital's General Counsel, or the Hospital's Director of Corporate Compliance, who may consult with legal counsel as appropriate.

I. Waiver: Any waiver of this Code must be approved by the Board.

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TITLE: Board of Directors Code of Conduct

CATEGORY: Administrative

LAST APPROVAL:

V. APPROVAL:

APPROVING COMMITTEES AND AUTHORIZING BODY	APPROVAL DATES
Originating Committee or UPC Committee	Governance Committee
(name of) Medical Committee (if applicable):	N/A
ePolicy Committee:	N/A
Pharmacy and Therapeutics (if applicable):	N/A
Medical Executive Committee:	N/A
Board of Directors:	
Historical Approvals:	

VI. ATTACHMENTS:

1. Director Confidentiality Statement
2. ECH Discrimination and Harassment Policy – PolicyStat ID 8055045



TITLE: Board of Directors Code of Conduct

CATEGORY: Administrative

LAST APPROVAL:

TYPE:

- Policy
- Protocol
- Scope of Service/ADT
- Procedure
- Standardized Process/Procedure

SUB-CATEGORY: Board

OFFICE OF ORIGIN: Administration

ORIGINAL DATE: February 15, 2023

I. COVERAGE:

All Members of the El Camino Hospital Board of Directors and Board Advisory Committees

II. STATEMENT OF PURPOSE:

The El Camino Hospital Board of Directors (“Board”) has adopted this Code of Conduct (“Code”) to provide clear, positive standards of ethical and professional behavior reflecting the core values of El Camino Hospital (the “Hospital” or “ECH”), and the communities it serves. The Code is intended to promote and maintain the highest standards of personal and professional behavior among Board members in the conduct of the Board's business. The Code includes practical strategies for addressing ethical questions, a useful framework for decision-making and handling the operations of the Board, and enforcement mechanisms in the event of a report of unethical or unprofessional conduct. Each Board member is required to subscribe to these standards, understand them, apply them to ~~his or her~~their work as a Board member, comply with them in letter and in spirit, and commit to them in writing annually.

III. REFERENCES:

1. Director Confidentiality Statement
2. ~~El Camino Healthcare District Media Guidelines (2022-01-25)~~
3. ~~ECH Use of Social Media Policy – PolicyStat ID 11650498~~
4. ECH Discrimination and Harassment Policy – PolicyStat ID 8055045

IV. PROCEDURE:

A. ~~Board Members Meeting Participation~~Meetings: The basic manner in which members fulfill their office must be at a regular, special, committee, or workshop meetings, and will be a matter of public record. The method of participation is discussion, deliberation, debate and voting. All members, including the Board Chair, are expected to participate fully and thoughtfully in deliberation and voting. They are expected to prioritize meeting attendance and come prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.

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LAST APPROVAL:

B. ~~Board Members~~ **Action and Service:** Board members' decisions and actions shall best serve the needs of ~~District citizens~~ the community and Hospital patients and staff in light of available resources and information available to the Board at the time such decisions or actions are made. Board members shall place the Hospital's best interests above their own, positively promote the purpose of the Hospital as stated in its Bylaws, forego personal interests when making decisions as a Board member, and act as a fiduciary of the Hospital in financial matters and decisions that may have material affect.

C. ~~Conflicts of Interest:~~ Each Board member shall avoid any conflicts of interest or appearance of any conflicts of interest between ~~him or her~~ them and the Hospital. Any situation that involves, or may reasonably be expected to involve, a conflict of interest between a Board member and the Hospital should be disclosed promptly to the Board Chair. Conflicts of interest shall be declared into the public record. Any Board member having a conflict of interest shall not vote on, or use ~~his or her~~ their personal influence to address, the matter.

D. ~~Board Members~~ **Conduct:** The Board members shall observe the following standards designed to guide their actions in carrying out their responsibilities. A Board member must:

- Comply with laws, rules, and regulations applicable to the Hospital, as well as the Hospital's Bylaws;
- Recognize that Board members have no individual authority or legal status to act for the Board and/or Hospital outside of official meetings;
- Understand that their basic function is policy and not administration or operations;
- Refrain from intruding on administrative or operational issues that are the responsibility of the CEO and management, except to monitor the results and ensure that procedures are consistent with ~~board~~ Board policy;
- ~~Observe common standards of decorum and decency, express their disagreement without being uncivil or disrespectful, and refrain from shouting, using profanity, or engaging in personal attacks;~~
- Communicate professionally and respectfully, whether in person, by telephone or videoconference, or in writing, with the CEO, other Board members, community members, and staff, and comply with guidelines for communication with the CEO and Hospital staff members;
- ~~Recognize that they have no individual authority or legal status to act for the Board and/or Hospital outside of official meetings;~~
- ~~Comply with laws, rules, and regulations applicable to the Hospital, as well as the Hospital's Bylaws (e.g., observe common standards of decorum and~~

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decency, express disagreement without being uncivil or disrespectful, and refrain from shouting, using profanity, or engaging in personal attacks); and

- Promptly report any behavior or activities that they believe to be illegal or unethical to appropriate personnel and fully cooperate in any internal or external investigation by the Hospital.

E. **Confidentiality:** Board members should not disclose to anyone any confidential financial, personnel or other matters or information concerning the organization, donors, staff or clients/consumers included in Board materials or discussions. Board members must also maintain confidentiality with respect to all closed session Board meeting discussions and materials. All Board members should abide by the ~~El Camino Hospital's Confidentiality policy and~~ Director Confidentiality Statement whether in a meeting or in public.

~~F. **Board and District Public Communication:** Board members that are elected officials have all of the rights and privileges of any private citizen to speak with the media in compliance with the El Camino Healthcare District Board Media Guidelines. In addition, all Board members should abide by El Camino Hospital's Use of Social Media Policy.~~

F. ~~G.~~ **Board Discrimination and Harassment Policy:** It is the policy of the Board to provide an environment free from discrimination, harassment or retaliation as defined by the El Camino Hospital Discrimination and Harassment Policy and federal and state statutes such as Title VII of the Civil Rights Act of 1964, Equal Employment Opportunity Commission (EEOC) Regulations, California Government Code section 12940(h), and California Civil Rights Department Regulations. All Board members should abide by El Camino Hospital's Discrimination and Harassment Policy.

G. ~~H.~~ **Enforcement of this Code**

1. **Reporting Procedures:** Any suspected violations of this Code should be communicated promptly to the Board Chair, the Hospital's General Counsel, the Hospital's Chief Human Resources Officer, or the Hospital's Director of Corporate Compliance. ~~Board members are expected to report any suspected violations of this Code, and complaints of alleged conduct by a Board member that would violate this Code, and~~ can also be raised by Board members or others, including Hospital employees or members of the community. The Board Chair (or the Vice Chair, if the ~~complaint is against the Board Chair~~ is conflicted) shall ~~conduct a preliminary~~ initially review ~~of~~ the complaint to determine if the allegations are plausible, and if the alleged conduct, if substantiated, would constitute a breach of the Board member's duties or responsibilities, ~~including those contained in this Code, or otherwise be cause for~~

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~~disciplinary action.~~ If so, the Board Chair (or Vice Chair, as appropriate) shall consult with the Hospital General Counsel, the Hospital Chief Human Resources Officer, and/or the Hospital's outside counsel to determine the appropriate person to investigate the complaint. The Hospital General Counsel will determine when or if to include the Hospital's outside counsel.

2. **Investigation:** The investigator designated by the Board Chair (or Vice Chair, as appropriate) shall gather information relevant to the allegations ~~of misconduct or inappropriate behavior,~~ afford the ~~accused~~named Board member an opportunity to respond to the allegations, and make a written report of the review and findings within 30 days, unless the Board Chair (or Vice Chair, as appropriate) determines that the circumstances warrant a longer period. ~~All Board members have a duty to cooperate in any such investigation.~~

3. **~~Board Member Discipline~~Remedies:** If the investigation does not substantiate the allegations, the Board Chair (or Vice Chair, as appropriate) may close the matter or ~~may~~ determine that some corrective action short of ~~sanctions~~formal discipline is appropriate. If the investigation has determined by a preponderance of the evidence that the Board member breached ~~his or her~~their duties or responsibilities, ~~including those contained in this Code,~~ the Board Chair (or Vice Chair, as appropriate) can then recommend an appropriate sanction to the Board. ~~The Board, which~~ can accept the recommendation or impose a different sanction.

~~Before the imposition of any sanction, the~~The Board may waive or limit any sanction on the condition that the ~~accused~~named Board member perform some specified action(s) designed to address the harm and/or to prevent future harm. Such actions may include, but are not limited to, compliance with a commitment not to repeat the inappropriate conduct, or some other act to make whole the injury caused by the Board member's action and/or to prevent future inappropriate action. If the imposition of the sanction is waived or limited by the Board, the subsequent failure by the ~~accused~~named Board member to perform the required act or otherwise comply with the conditions of the waiver will ~~immediately~~ subject the Board member to implementation of the underlying sanction, without further process.

More than one sanction may be imposed ~~for a single act of inappropriate conduct.~~ The severity and type of sanction ~~selected~~ must be appropriately related to the nature and circumstances of the offense.

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~~Depending on the severity of the violation and the particular circumstances of each case, appropriate action, and may include, but is not limited to, the following:~~

- ~~• Reprimand;~~
- Mandatory counseling or coaching;
- Reprimand;
- Removal or suspension of Board member from ~~his or her~~their position as a member, Chair, or Vice Chair of any Committee or Sub-Committee;
- Removal or suspension of the Board member from any liaison role(s);
- Public Censure by the Board; and/or
- Recommendation to the District Board of Directors that the Board member be removed from the Hospital Board.

The Board reserves the right to ~~censure, criticize, disapprove, or condemn actions taken by individual Board members if they breach or fail to fulfill their duties or responsibilities~~take action in response to breaches of this Code of Conduct, including the above examples, without following the enforcement procedures set forth above.-

4. ~~**No Retaliation:**~~ Board members shall not retaliate against anyone for reporting actual or suspected violations of this Code in good faith. ~~If a Director or member of Hospital staff believes that he or she has been disciplined or otherwise penalized for reporting a violation in good faith, he or she should immediately report that belief~~Any suspected retaliation should be reported to the Board Chair, the Hospital's General Counsel, or the Hospital's Director of Corporate Compliance.

H. ~~I.~~**Questions:** No code or policy can anticipate every situation that may arise. Directors are encouraged to bring questions about particular circumstances that may implicate one or more provisions of this Code to the attention of the Board Chair, the Hospital's General Counsel, or the Hospital's Director of Corporate Compliance, who may consult with legal counsel as appropriate.

I. ~~J.~~**Waiver:** Any waiver of this Code must be approved by the Board.

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V. APPROVAL:

APPROVING COMMITTEES AND AUTHORIZING BODY	APPROVAL DATES
Originating Committee or UPC Committee	Governance Committee
(name of) Medical Committee (if applicable):	N/A
ePolicy Committee:	N/A
Pharmacy and Therapeutics (if applicable):	N/A
Medical Executive Committee:	N/A
Board of Directors:	
Historical Approvals:	

VI. ATTACHMENTS:

1. Director Confidentiality Statement
2. ~~El Camino Healthcare District Media Guidelines (2022.01.25)~~
3. ~~ECH Use of Social Media Policy – PolicyStat ID 11650498~~
4. ECH Discrimination and Harassment Policy – PolicyStat ID 8055045

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12:01:01 PM

Input:	
Document 1 ID	iManage://usdms.aplaw.arnoldporter.net/US/173338919/4
Description	#173338919v4<usdms.aplaw.arnoldporter.net> - DRAFT ECHB Code of Conduct
Document 2 ID	file://C:\Users\dj4555\AppData\Roaming\iManage\Work\Recent\EI Camino Hospital _ General Labor Matters (0035117-00001)\DRAFT ECHB Code of Conduct(174414555.3).docx
Description	DRAFT ECHB Code of Conduct(174414555.3)
Rendering set	Standard

Legend:	
Insertion	
Deletion	
Moved from	
<u>Moved to</u>	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	42
Deletions	67
Moved from	4
Moved to	4
Style changes	0
Format changes	0

Total changes	117
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TITLE: El Camino Hospital Board Director Compensation and Reimbursement Policy and Procedure

CATEGORY: Administration Board

LAST APPROVAL: March 13, 2019

TYPE: Policy Protocol Scope of Service/ADT
 Procedure Standardized Process/Procedure

SUB-CATEGORY: Board

OFFICE OF ORIGIN: Administration

ORIGINAL DATE: February 12, 2014 (applicable to events after 1/8/14)

I. **COVERAGE:** All Members of the El Camino Hospital Board of Directors with the exception of the Chief Executive Officer.

II. **PURPOSE:**

- A. To define the events for which Board Directors other than the CEO shall receive compensation and reimbursement.
- B. To define the amount of compensation Board Directors shall receive.
- C. To define the procedures necessary to implement this policy.

III. **POLICY STATEMENT:**

- A. El Camino Hospital shall pay its Board Chairperson an annual stipend in the amount of \$12,000, payable during the third month of each quarter of the fiscal year.
- B. El Camino Hospital shall pay members of its Board of Directors, with the exception of the Board Chairperson, ~~a stipend for in person attendance at each of the events listed below, not to exceed seven events per month. However, one of the compensable events per month may be attended by teleconference~~ an annual stipend in the amount of \$5,000, payable during the third month of each quarter of the fiscal year. Members of the Board of Directors who do not wish to receive such payments may notify the Director of Governance Services and the CEO by submitting a "Board of Directors' Compensation Op-Out" form. Any member not receiving compensation may request to receive such compensation ~~for attendance at future events~~ by notifying the Director of Governance Services and the CEO. Notwithstanding the above, a stipend shall be paid ~~for participation in the event described in Section C(3)(e)~~ for either in person or telephonic attendance.

~~C. Events which are subject to compensation include:~~

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TITLE:

El Camino Hospital Board Director Compensation and Reimbursement Policy and Procedure

CATEGORY:

Administration Board

LAST

March 13, 2019

APPROVAL:

- ~~1. Board members shall be paid \$200 for attendance at Regular, Special and Emergency Meetings of the El Camino Hospital Board of Directors.~~
- ~~2. Board members shall be paid \$100 for attendance at meetings of the Standing Board Advisory Committees of which the Director is a member or an alternate.~~
- ~~3. In addition to the foregoing meetings, the Board, by adoption of this policy, declares that the following events constitute performance of official duties by a member of the Board of Directors for which Board members shall be paid \$100 for attending:

 - ~~a. Meetings of the Board's Ad Hoc Committee established by the Board of which the Director is a member.~~
 - ~~b. Meetings of the El Camino Hospital Foundation, when the Director is then serving as a liaison to the Foundation Board.~~
 - ~~c. Meetings of the Community Benefit Advisory Council ("CBAC") if the Director has been appointed as a liaison to the CBAC by the El Camino Hospital Board of Directors.~~
 - ~~d.a. Advisory Committee Meeting agenda setting meetings, in person or telephonic, if the Director is the Chair of the Committee.~~~~

~~D.C.~~ El Camino Hospital shall also pay to members of its Board of Directors, including the Board Chairperson, (who request such payment reimbursement and submit the required form) an amount equal to his or her actual necessary travel and incidental expenses, including but not limited to travel, lodging and meals incurred (1) as a result of attending events specified in Section B above and (2) as a result of attending educational events funded by El Camino Hospital.

~~E.D.~~ Board members who reside within the El Camino Healthcare District shall not be eligible for reimbursement for mileage to events at El Camino Hospital.

~~F.E.~~ Board members are expected to use prudent judgment in selecting their travel accommodations and otherwise incurring expenses which will be reimbursed by the Hospital.

~~G.F.~~ This policy shall be implemented in accordance with the procedures described in Section VI below.

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IV. DEFINITIONS (if applicable):
N/A

V. REFERENCES:
N/A

VI. PROCEDURE:

A. ~~Stipends~~Compensation

1. Hospital staff will ~~track Board members' attendance at meetings and, on a monthly basis, provide Board members who have not opted out of the policy with a "Meeting Attendance Report Confirmation" Form for signature~~complete a Board Director Compensation form for each Director who is opted in for payment of stipend in the third month of each quarter.
2. ~~Upon receipt of the signed Meeting Attendance Report Confirmation and following approval of the Board Chair, (or the Vice Chair, in the case of the Chair's compensation)~~Hospital staff will forward the document to accounting for payment processing.
3. Stipends paid to Directors are IRS Form 1099 – Miscellaneous reportable. Directors who have not opted out of participation (See, Section III A) and are accepting stipend payments must submit IRS FORM W-9 to ECH Accounting before receiving payment. Annually, ECH will provide IRS Form 1099-Miscellaneous to Directors receiving ~~stipend~~ compensation in excess of \$600.00 in a calendar year.

B. Use of Personal Vehicle for attendance at meetings or educational events.

1. The Hospital will pay the current IRS mileage rate for miles actually traveled, but not more than, from the Board member's home or usual place of business within California to events as defined in Section III B and to educational events funded by the Hospital. Board members who reside within the El Camino Healthcare District shall not be eligible for reimbursement for mileage traveled to events at El Camino Hospital.
2. To be reimbursed, the Board member must complete the Mileage Reimbursement form provided by the Director of Governance Services. The form must be signed by the Board Chair (or the Vice Chair in the case of the Chair's reimbursement) and sent to accounting (OAK200) for processing.

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C. Educational seminars, conferences, events etc. attended for the benefit of the Hospital and in accordance with the Board and Committee Education Policy.

1. **Seminar/conference fees** will be reimbursed in full or at a pro-rated amount in accordance with the Board and Committee Education Policy.
2. **Air travel** will be reimbursed at “coach or economy” airfare rates. No reimbursement should be claimed for personal convenience fees such as those associated with priority boarding or seating upgrades.
3. **Ground travel** to a seminar or a meeting using the Board member's personal vehicle will be reimbursed as noted in item DB.1., at the current IRS mileage rate per mile. Board members should consider use of a rental car in cases where the expenses are expected to be less than the reimbursement for a personal vehicle.
4. **Taxi, bus, rail, limo, ride share, or rental car service**, if required at the destination, may be reimbursed by the Hospital if necessary for business purposes, as follows:
 - a. Reimbursement for car rental expenses incurred by the Board member will be limited to the amount charged for a standard “intermediate” car unless there is a business need for a larger vehicle (multiple travelers with luggage, for example). If the requester requests a larger automobile than is necessary to meet the business need, he/she is to have the rental agency document what the price would have been for a standard “intermediate” vehicle and seek reimbursement for only the lower amount. If a larger vehicle is required to meet a business need, this need must be documented on the "Business-Education-Travel Reimbursement Authorization" form.
 - b. Limousine service is permitted if it is no more expensive than available alternatives.
 - c. Board members should choose the least expensive available alternative suitable for the purpose and situation.
5. **Lodging** will be reimbursed at the standard private room rate at the selected motel/hotel.
6. **Meals** will be reimbursed at actual cost plus tip (normally 15%). The maximum reimbursement per day is an average of \$130.00. It is the responsibility of the Board member to decide how he/she spends the

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average per day maximum allowable amount for meals. Detailed receipts indicating the items purchased must be submitted.

7. **Alcohol** will not be reimbursed unless approved by the CEO, CFO or Board Chair. Because approval will only be granted in unusual circumstances, it is recommended that Board members request approval in advance of the expenditure. The maximum reimbursement of \$130.00 per day includes any approved expenses for alcohol.
8. **Telephone calls and Internet Service**, during travel, required for necessary Hospital business will be reimbursed at cost. These expenses should be itemized on the statement. The Hospital will also reimburse expenses for a personal telephone call home each day while on Hospital business. The conversation should be kept to a reasonable length and will be reimbursed at cost.

C.D. The Hospital will not advance or reimburse for the following:

1. Any expenses of a spouse or other individual who accompanies the Board member on travel.
2. Any additional expenses for travel by business or first class, or any charges for special boarding privileges or seats.
3. Lodging amenities such as subscription television, valet service, cleaning/pressing of clothes (if the function is greater than one week, this service is allowed), concierge, etc. In-room meal service is subject to the normal meal reimbursement rates detailed in ~~D-2.f~~C.6 above.
4. If an offsite event is within a reasonable radius of the Board member's home or usual place of business and the function is starting after 7:30 a.m. and/or will be ending before 11:30 p.m., the Hospital will not pay for overnight accommodations, as it is expected that the Board member will commute that distance to and from the function within that business day.
5. Car rental fees on an individual basis where there is the opportunity to share a rental car for a group of participants.
6. Additional per mileage charge or gasoline expense by a car rental agency for personal pleasure driving.
7. Any entertainment such as theater, tours, nightclubs, etc.

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8. Discretionary expenses for another Board member or Hospital staff, such as a birthday, holiday (e.g. Christmas), weddings, child birth, special days (i.e. Administrative Day, or some life event).
9. Professional memberships are generally not reimbursable.

D.E. Travel Reservations: When booking accommodations and/or air travel, the following points should be noted:

1. If a deposit is required to be made by the Hospital, prior approval of the travel request must be received in sufficient time for Accounting to process the request and ensure that the payment reaches its destination by the required date.
2. When booking air travel utilizing a travel agency, the Hospital's current travel agency must be used. Board members may book airfares over the Internet using the Board member's personal credit card. The Board member must then seek reimbursement from the Hospital.
3. In most cases, air travel should be booked as a non-refundable fare. The much-lower cost of these non-refundable fares is normally so great that the extra cost, should a trip be re-scheduled, is still much less than paying a full-price fare.

E.F. Expense Account Reporting

1. Expense account reporting must be in conformity with minimum IRS standards and all expenses of \$25.00 or greater must be supported by detailed receipts. Expense reports must indicate as a minimum all of the following:
 - a. Business purpose
 - b. Date and location
 - c. Name and position
2. Noncompliance with the above requirements could cause the reimbursement to be considered as additional compensation to the Board member and thus would become taxable (via a W-2 or Form 1099). To avoid this potential problem, the Board member must complete the "Business-Education-Travel Reimbursement Authorization" form and attach all supporting documentation.

F.G. Procedure for Completing Form

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1. All Board members must complete the "Business-Education-Travel Reimbursement Authorization" form (Form 2085). Local business mileage reimbursement may be requested via the use of the Mileage Reimbursement form (form #54.00a).
2. Form #2085 is self-explanatory, but listed below are key points to remember.
 - a. All supporting documents must be attached to the request form. Examples of supporting documents include
 - i. Copy of registration form
 - ii. Lodging receipts
 - iii. *Detailed* meal receipts
 - iv. Car rental receipts
 - v. Parking fee receipts
 - b. In circumstances where a receipt is not obtainable (or lost), the Board member must attach a statement detailing the expense as to date, place, reason for expense, and amount. All reports with missing receipts require approval by the CFO or CEO.
 - c. Where receipts are given that include non-reimbursable expenses, these expenses must be marked in some fashion and deducted from the total so that only eligible expenses are reimbursed.
3. When travel advances are provided, the recipient must submit a final accounting of his/her expenses on the Business, Education, and Travel Expense form and return any excess advance, no later than 120 days from the date of the event. If this is not done, disciplinary action may be taken. In addition, any undocumented advance will be considered additional income to the recipient and reported as a W-2 or Form 1099 transaction.
4. Signature Authority (approval) for the completed form, as well as travel agency invoices, is as follows:
 - a. Director of Governance Services, Controller or CFO - up to \$25,000 per activity
 - b. CEO - amounts greater than \$25,000.00 per activity.
5. A Board Member cannot approve her/his own reimbursement of funds.

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H. Exceptions: Because it is impossible to foresee every possible situation, it is recognized that exceptions may sometimes be appropriate. As a result, expenses which are not generally reimbursed under this policy may be reimbursed by the Hospital upon determination of the appropriateness and reasonableness of the expenses by the CEO or CFO. Any such exception, including the justification for the exception, shall be attached to the request for reimbursement.

VII. APPROVAL:

APPROVING COMMITTEES AND AUTHORIZING BODY	APPROVAL DATES
Originating Committee or UPC Committee	N/A
(name of) Medical Committee (if applicable):	N/A
ePolicy Committee:	N/A
Pharmacy and Therapeutics (if applicable):	N/A
Medical Executive Committee:	N/A
Board of Directors:	3/13/2019
Historical Approvals:	2/12/1, 6/10/15 (applicable to covered events occurring after 1/8/14) , 5/10/17

VIII. ATTACHMENTS (if applicable):

N/A

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**Minutes of the Closed Session of the
El Camino Hospital Board of Directors
Meeting of the Governance Committee
Wednesday, May 2, 2023**

Pursuant to Government Code Section 54953(e)(1), El Camino Health did not provide a physical location for this meeting. Instead, the public was invited to join the open session meeting via teleconference.

<u>Members Present</u>	<u>Members Absent</u>	<u>Others Present</u>
Ken Alvares Lanhee Chen, Chair Christina Lai Julia Miller Don Watters	Michael Kasperzak **via videoconference	Dan Woods, CEO Tracy Fowler, Director, Governance Services Davis Reis, Arnold Porter Jennifer Bettendorf, Committee Liaison

Agenda Item	Comments/Discussion	Approvals/Action
1. CALL TO ORDER	Lanhee Chen, Chair called the closed session to order at 6:48 pm. A quorum was present pursuant to State of California Executive Orders N-25-20, dated March 12, 2020, and N-29-20, dated March 18, 2020.	<i>Called to order at 6:48 pm</i>
2. AGENDA ITEM 13: POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Chair Chen asked if any of the Committee members had a conflict of interest with any of the items on the agenda. No conflicts were reported.	
3. AGENDA ITEM 14: CONSENT CALENDAR	Motion: To approve the Consent Calendar. Movant: Miller Second: Alvares Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None	<i>Consent Calendar approved</i>
4. AGENDA ITEM 13: ADJOURN TO OPEN SESSION	Motion: To adjourn to open session at 6:49 pm. Movant: Watters Second: Alvares Ayes: Alvares, Chen, Lai, Miller, Watters Noes: None Abstentions: None Absent: Kasperzak Recused: None	<i>Adjourned to open session at 6:49 pm</i>

Attest as to the approval of the preceding minutes by the Governance Committee of El Camino Hospital:

Jennifer Bettendorf, Committee Liaison

Prepared by: Jennifer Bettendorf, Committee Liaison
Reviewed by: Tracy Fowler, Director, Governance Services